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FILED/ACCEPTED

February 1, 2010

FEB - 1 2010

BY HAND

Federal Communications Commission
Office of the Secretary

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: Application of Rudder Capital Corporation, FTTH Communications, LLC and Everest FTTH Acquisition LLC for Transfer of Control of International Section 214 Authorization

Dear Ms. Dortch:

Everest FTTH Acquisition LLC, Rudder Capital Corporation, and FTTH Communications, LLC, hereby submit the above-referenced application. Pursuant to staff's request, this application is being submitted by paper rather through electronic submission.

An original and six (6) copies of this application are enclosed. Please date-stamp the enclosed extra copy of this letter and return it in the attached self-addressed, stamped envelope. Should you have any questions regarding this filing, please do not hesitate to contact Danielle Burt at (202) 373-6039.

Respectfully submitted,



Jean L. Kiddoo
Danielle Burt

Counsel for Everest FTTH Acquisition LLC

cc: Jeffrey Feldman, Everest FTTH Acquisition LLC
Patrick Engels, Rudder Capital Corporation
Clyde C. Ahlquist, Esq.
David Krech, IB
Jodie May, WCB

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**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

_____))
In the Matter of the Application of))
))
Rudder Capital Corporation, Transferor))
FTTH Communications, LLC, Licensee))
))
and) File No. ITC-T/C-2010 _____)
))
Everest FTTH Acquisition LLC, Transferee))
))
For Grant of Authority Pursuant to))
Section 214 of the Communications Act of 1934,))
as amended, and Section 63.24 of the))
Commission’s Rules to Complete a))
Transfer of Control of Authorized))
International Section 214 Carriers))
_____))

APPLICATION

I. INTRODUCTION

A. Summary of Transaction

Everest FTTH Acquisition LLC (“Everest” or “Transferee”), Rudder Capital Corporation (“Rudder” or “Transferor”), and FTTH Communications, LLC (“FTTH” or “Licensee” and collectively with Transferee and Transferor, the “Applicants”), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Section 63.24 of the Commission’s Rules, 47 C.F.R. § 63.24, hereby respectfully request Federal Communications Commission (“Commission”) approval to consummate a transaction whereby Everest will acquire control of FTTH, a competitive carrier that has applied for authority from the Commission to provide international telecommunications services.¹ Concurrently herewith, Applicants are filing a

¹ FTTH filed an application on January 29, 2010 for international Section 214 authority that is pending in File No. ITC-214-20100129-00025. Applicants also filed on January

request for special temporary for the transfer of international Section 214 authority. Although the proposed transaction will result in a change in the ultimate ownership of FTTH, no transfer of certificates, assets or customers will occur as a consequence of the proposed transaction. FTTH will continue to provide service to its existing customers under the same rates, terms and conditions. Accordingly, this transaction will be virtually transparent to the customers of FTTH.

B. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission’s Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier, or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission’s Rules, 47 C.F.R. § 63.12(c), applies.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. Everest FTTH Acquisition LLC (“Transferee”)

Everest is a Delaware limited liability company with its principal offices located at Suite L-10, 1 Executive Drive, Fort Lee, NJ 07024. Everest was formed for the purposes of this transaction. Its parent company is EveresTV, Inc., a Delaware corporation, that specializes in the research, design, development and implementation of digital satellite television services, fiber optic communications services and Internet related businesses for next generation applications and services for commercial clients.

29, 2010 a transfer application for domestic Section 214 authority and a request for special temporary authority regarding the transfer.

B. Rudder Capital Corporation (“Transferor”)

Rudder is a Minnesota corporation with its principal offices located at 2980 Commers Drive, Suite 200, St. Paul, MN 55121-2369. Rudder provides retail and wholesale cable services and internet services to residents of multi-dwelling units, apartment complexes, townhome and condominium communications and master planned communities in Minnesota through its operating subsidiaries.

C. FTTH Communications, LLC (“Licensee”)

FTTH is a Minnesota limited liability company with its principal offices located at 2980 Commers Drive, Suite 300, St. Paul, MN 55121. FTTH provides intrastate and interstate telecommunications services to approximately several hundred customers in Minnesota. FTTH holds blanket domestic Section 214 authority. FTTH also holds authority from the Minnesota Public Utilities Commission to provide facilities-based and resold local exchange telecommunications services in the Twin Cities metropolitan area and interexchange telecommunications services throughout Minnesota.

III. DESCRIPTION OF THE TRANSACTION

By this Application, the Applicants request approval for the transfer of control of FTTH from Rudder to Everest. Everest and Rudder entered into a securities purchase agreement (“Agreement”) for Everest to acquire all of the membership interests of FTTH. Immediately following the consummation of the proposed transaction, Everest will become the new corporate parent of FTTH. For the Commission’s convenience, pre- and post-transaction illustrative charts are provided as Exhibit A.

IV. PUBLIC INTEREST STATEMENT

Everest’s acquisition of FTTH will serve the public interest. FTTH is in jeopardy of liquidation by its creditor, absent full payment by the company of its outstanding debt by

February 1, 2010. With the acquisition of FTTH by Everest, FTTH will be able to continue to provide high-quality, uninterrupted services to its customers.

In addition, the transaction will be conducted in a manner that will be virtually transparent to customers of FTTH. The transfer of ultimate control of FTTH will not result in a change of carrier for customers or any transfer of authorizations. Following consummation of the proposed transaction, FTTH will continue to provide high-quality communications services to its customers without interruption and without change in rates, terms or conditions. Furthermore, the proposed transaction will not have a negative impact on competition. No existing or potential competitors will be eliminated as a result of the proposed transaction. Instead, FTTH will be able to continue to provide service to its customers, thereby preventing one competitor from existing the U.S. market and furthering the Commission's policies favoring increased competition and greater diversity and quality of services.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

63.18 (a) Name, address and telephone number of each Applicant:

Transferor:

Rudder Capital Corporation
2980 Commers Drive, Suite 200
St. Paul, MN 55121-2369
Tel: (651) 925-4222

Licensee:

FTTH Communications LLC FRN: 0007719230
2980 Commers Drive, Suite 300
St. Paul, MN 55121

Transferee:

Everest FTTH Acquisition LLC FRN: 0019530419
Suite L-10
1 Executive Drive
Fort Lee, NJ 07024
Tel: (201) 905-8309

63.18 (b) Jurisdiction of Organizations:

Transferor: Rudder is a corporation formed under the laws of Minnesota.

Licensee: FTTH is a limited liability company formed under the laws of Minnesota.

Transferee: Everest is a corporation formed under the laws of Delaware.

63.18 (c) Correspondence concerning this Application should be sent to:

For Everest:

Jean L. Kiddoo
Danielle C. Burt
Bingham McCutchen LLP
2020 K Street, NW
Washington, DC 20006
Tel: (202) 373-6000
Fax: (202) 373-6001
Email: jean.kiddoo@bingham.com
danielle.burt@bingham.com

With copies to:

Jeffrey Feldman
Everest FTTH Acquisition LLC
Suite L-10
1 Executive Drive
Fort Lee, NJ 07024
Tel: (201) 905-8309
Fax: (201) 944-7467

For FTTH and Rudder:

Patrick J. Engels
Rudder Capital Corporation
2980 Commers Drive, Suite 200
St. Paul, MN 55121-2369
Tel: (651) 925-4222
Fax: (651) 925-4223

With copies to:

Clyde C. Ahlquist, Esq.
Ahlquist Law Office
2334 Wilson Street NE
Minneapolis, MN 55418
Tel: (612) 789-2393
Fax: (612) 789-2714

63.18 (d) Section 214 Authority

FTTH holds domestic Section 214 authority and is authorized to provide intrastate local exchange and interexchange telecommunications services in Minnesota. FTTH has an application pending for international Section 214 authority in File No. ITC-214-20100129-00025. All of the services provided by FTTH are

competitive in nature and neither FTTH nor any affiliated company holds a dominant position in any market.

Rudder does not hold any domestic or international Section 214 authority, and Rudder is not affiliated with any other telecommunications carrier.

Everest does not hold any domestic or international Section 214 authority, and Everest is not affiliated with any other telecommunications carrier.

63.18 (h) Ownership Information

In accordance with 63.24(e)(3), items (h)-(p) are provided for the Applicants. The following entities hold, directly or indirectly, a ten percent (10%) or greater interest in Applicants:

Information concerning the ten percent (10%) or greater shareholders of Transferor:

- (1) The following entity owns or controls ten percent (10%) or more of **FTTH Communications, LLC:**

Name: Rudder Capital Corporation
Address: 2980 Commers Drive, Suite 200
St. Paul, MN 55121-2369
Citizenship: U.S.
Percentage Owned: 100%
Principal Business: Investment Company

- (2) The following entities own or control ten percent (10%) or more of the equity of **Rudder Capital Corporation:**

Name: Valens Offshore SPV II, Corp.
Address: 335 Madison Avenue, 10th Floor
New York NY 10017
Citizenship: U.S.
Percentage Owned: 44.44%
Principal Business: Investment Company

Name: Valens U.S. SPV I, LLC
Address: 335 Madison Avenue, 10th Floor
New York NY 10017
Citizenship: U.S.
Percentage Owned: 55.56%
Principal Business: Investment Company

FTTH does not have information regarding ownership or control of Valens Offshore SPV II, Corp. or Valens U.S. SPV I, LLC.

Information concerning the ten percent (10%) or greater shareholders of Transferee:

- (1) The following entity owns or controls ten percent (10%) or more of **Everest FTTH Acquisition LLC:**

Name: EveresTV, Inc.
Address: 1 Executive Drive, Suite L-10
Fort Lee, NJ 07024
Citizenship: U.S. (Delaware corporation)
Percentage Owned: 81%
Principal Business: Holding Company

- (2) The following entity owns or controls ten percent (10%) or more of **EverestTV, Inc.:**

Name: Primary Succession Capital, LLC
Address: 1 Executive Drive, Suite L-10
Fort Lee, NJ 07024
Citizenship: U.S. (New York limited liability company)
Percentage Owned: 80%
Principal Business: Investment Company

- (3) The following individual owns or controls ten percent (10%) or more of **Primary Succession Capital, LLC:**

Name: Jeffrey Feldman
Address: 1 Executive Drive, Suite L-10
Fort Lee, NJ 07024
Citizenship: U.S.
Percentage Owned: 100%
Principal Business: Individual

Other than the foregoing, following the transition, no other person or entity will directly or indirectly own ten percent (10%) or more of the equity of FTTH.

63.18 (i) Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this transaction.

63.18 (j) Applicants certify that they do not seek to provide international telecommunications services to any destination country where:

- (1) An Applicant is a foreign carrier in that country; or
- (2) An Applicant controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or

- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- 63.18 (k)** Not applicable.
- 63.18 (l)** Not applicable.
- 63.18 (m)** Not applicable.
- 63.18 (n)** Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- 63.18 (o)** Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.
- 63.18 (p)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the above-described transaction. Applicants respectfully request expedited treatment to permit Applicants to complete the transaction as soon as possible.

Jeffrey Feldman
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1 Executive Drive
Fort Lee, NJ 07024
Tel: (201) 905-8309
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Respectfully submitted,



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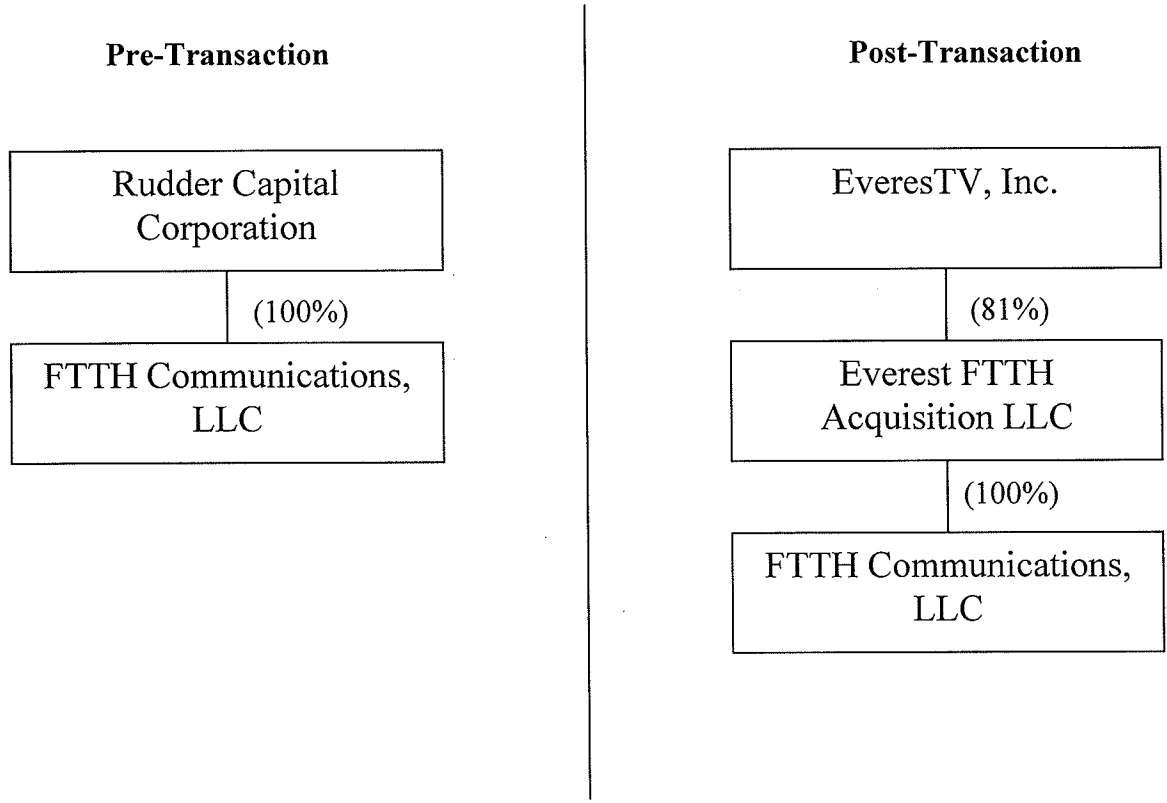
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Tel: (612) 789-2393
Fax: (612) 789-2714

Dated: February 1, 2010

Exhibit A

Pre- and Post-Transaction Illustrative Charts



DECLARATION OF FTTH COMMUNICATIONS, LLC

I, Patrick J. Engels, hereby declare that the following is true and correct to the best of my knowledge, information and belief:

1. I am President of FTTH Communications, LLC. My business address is 2980 Commer Drive, Suite 300, Eagan, MN 55121.

2. I am authorized to make this Declaration on behalf of FTTH Communications, LLC.

3. FTTH Communications, LLC currently provides facilities-based and resold local exchange and interexchange services in Minnesota and primarily in the Twin Cities metropolitan area. It offers these services on both an interstate and intrastate basis.

4. FTTH Communications, LLC has approximately several hundred customers.

5. Everest FTTH Acquisition LLC entered into an agreement to acquire all of the membership interests of FTTH Communications, LLC from Rudder Capital Corporation. Everest FTTH Acquisition LLC is prepared to continue offering services to the customers of FTTH Communications, LLC.

6. As of January 27, 2010, FTTH Communications, LLC has been advised by Rudder Capital Corporation that Rudder Capital Corporation intends to liquidate the company's assets, absent full payment for the company by February 1, 2010 for outstanding debt.

7. The contents of the foregoing filing are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 20th
day of January, 2010.



Patrick J. Engels
FTTH Communications, LLC

VERIFICATION

I, Patrick Engels, state that I am the President of FTTH Communications, LLC; that I am authorized to make this Verification on behalf of FTTH Communications, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 1 day of February, 2010.

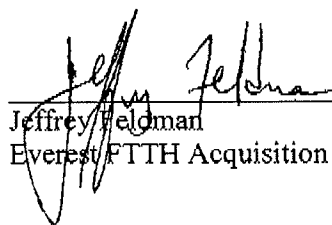


Patrick Engels
President
FTTH Communications, LLC

VERIFICATION

I, Jeffrey Feldman, state that I am the founder of Everest FTTH Acquisition LLC; that I am authorized to make this Verification on behalf of Everest FTTH Acquisition LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 1st day of February, 2010.



Jeffrey Feldman
Everest FTTH Acquisition LLC